

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	Case No. 00-2692 (JHW)
In re Genesis Health Ventures, Inc. et al	:	
	:	(Jointly Administered)
Debtors,	:	
	X	
	:	
Richard Haskell et al.,	:	Adv. No. 04-53375 (JHW)
	:	
Plaintiffs,	:	
	:	
v.	:	
Goldman, Sachs & Co. et al.,	:	
	:	
Defendants	:	
	X	

**APPELLEES' DESIGNATION OF ADDITIONAL
ITEMS FOR RECORD ON APPEAL**

Pursuant to Federal Rule of Bankruptcy Procedure 8006, Neighborcare Inc. (one of the Reorganized Debtors, sued as "Genesis Health Ventures, Inc.," its former corporate name), Goldman, Sachs & Co., Mellon Bank, N.A., Highland Capital Management, L.P., and George V. Hager, Appellees, hereby designate the following additional items as the Record on Appeal:

1. Letter to United States District Judge Naomi Reice Buchwald from Barry G. Sher, Fried, Frank, Harris, Shriver & Jacobson LLP, dated February 17, 2004.
2. Letter to United States District Judge Naomi Reice Buchwald from H. Adam Prussin, Pomerantz Haudek Block Grossman & Gross LLP, dated February 23, 2004.
3. Stipulation and [Proposed] Order Extending time to Answer, Move or Otherwise Respond, dated February 24, 2004.
4. Order Transferring Case to the District of Delaware, dated March 4, 2004 and entered March 8, 2004.

5. Stipulation and Order Extending Defendants' Time to Answer, Move, or Otherwise Respond, filed April 23, 2004
6. Defendants' Motion for Order Granting Leave to Exceed Page Limit Requirements with respect to Defendants' Joint Motion to Dismiss Plaintiffs' Complaint, dated and filed April 23, 2004 (U.S. District Court for the District of Delaware, Docket No. 24)
7. Notice of Hearing Re: Defendants' Joint Motion to Dismiss Plaintiffs' Complaint [Case No. 04-CV-157; Docket No. 19], dated May 20, 2004 (U.S. Bankruptcy Court for the District of Delaware, Bankruptcy Petition No. 00-02692, Docket No. 2235)
8. Order Granting Motion to Allow Leave to File Oversize Brief, signed June 28, 2004 and entered July 6, 2004 (U.S. Bankruptcy Court for the District of Delaware, Adversary Proceeding No. 04-53375, Docket No. 21)
9. Transcript of July 16, 2004 Hearing on Oral Argument of Motions to Dismiss Complaint.
10. Certification of Counsel Regarding Order Dismissing Plaintiff's Complaint, dated and filed May 3, 2005 (U.S. Bankruptcy Court for the District of Delaware, Adversary Proceeding No. 04-53375, Docket No. 37; U.S. Bankruptcy Court for the District of Delaware, Bankruptcy Petition No. 00-02692, Docket No. 2285)
11. Bankruptcy Court Docket Sheets in In re Genesis Health Ventures, Inc., et al., Case No. 00-2692 (JHW).

Dated: May 31, 2005
Wilmington, Delaware

Respectfully submitted,

/s/ Steven K. Kortanek

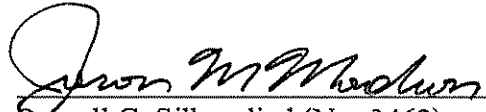
Steven K. Kortanek
Morton R. Branzburg
KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS LLP
919 Market Street, Suite 1000
Wilmington, Delaware 19809-3062
(302) 426-1189

- and -

Sheldon Raab
Eric A. Hirsch
FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP
One New York Plaza
New York, New York 10004-1980
(212) 859-8000

*Attorneys for Appellee Goldman,
Sachs & Co.*

Respectfully submitted,



Russell C. Silberglied (No. 3462)
Jason M. Madron (No. 4431)
RICHARDS, LAYTON & FINGER, P.A.
P.O. Box 551
Wilmington, Delaware 19899
(302) 651-7700

- and -

Michael F. Walsh
Diane Harvey
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

- and -

Adam P. Storchak
Joanne M. Guerrero
WEIL, GOTSHAL & MANGES LLP
1501 K Street, NW, Suite 100
Washington, DC 20005
(202) 682-7000

*Attorneys for Appellee NeighborCare Inc.
(sued herein as Genesis Health Ventures,
Inc.)*

/s/ Daniel K. Hogan

Daniel K. Hogan (No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
(302) 656-7540

- and -

Paul Lackey
Michael Aigen
LACKEY, HERSHMAN LLP
3102 Oak Lawn Ave., Suite 700
Dallas, Texas 75219
(214) 560-2206

*Attorneys for Appellee Highland Capital
Management, L.P.*

/s/ Robert S. Brady

Robert S. Brady (No. 2847)
YOUNG CONAWAY STARGATT &
TAYLOR LLP
1000 West Street, 17th Floor
Wilmington, Delaware 19899-0391
(302) 571-6690

- and -

Paul V. Shalhoub
WILLKIE FARR & GALLAGHER LLP
787 7th Avenue
New York, New York 10019-6099
(212) 728-8000

Attorneys for Appellee George V. Hager

/s/ Teresa K.D. Currier

Teresa K.D. Currier (No. 3080)
KLETT ROONEY LIEBER &
SCHORLING, PC
The Brandywine Building
1000 West Street, Suite 1410
Wilmington, Delaware 19801
(302) 552-4200

Attorneys for Appellee Mellon Bank, N.A.

- and -

Richard S. Toder
Menachem O. Zelmanovitz
MORGAN, LEWIS & BOCKIUS LLP
101 Park Avenue
New York, New York 10178
(212) 309-6000

*Attorneys for Appellee Mellon Bank, N.A.
with respect to all Plaintiffs other than
Charles L. Grimes, Louis IG Ireland Trust,
C. Yvonne Cooke, Jane G. Brown, Serena
R. Schwartz and Gordon W. Chaplin*

- and -

Steven Russo
SIVE, PAGET & RIESEL, P.C.
460 Park Avenue
New York, New York 10022
(212) 421-2150

*Attorneys for Appellee Mellon Bank, N.A.
with respect to plaintiffs Charles L.
Grimes, Louis IG Ireland Trust, C. Yvonne
Cooke, Jane G. Brown, Serena R. Schwartz
and Gordon W. Chaplin*